

# ULTIMATE SPIDER-MAN

ISSUE

101

CLONE SAGA: PART 5



BENDIS  
BAGLEY  
HENNESSY  
PONSOR

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# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

On a casual mall outing with MJ, Peter is attacked by a genetic duplicate of himself! Peter makes sure MJ gets clear and brings the duplicate to the world-famous Fantastic Four for examination.

Unfortunately, MJ is soon kidnapped and taken to an abandoned Oscorp laboratory. She's held prisoner by a horribly scarred, tattered version of Peter—who swears he's found a way to keep MJ safe from harm...by making her like him!

As the real Peter searches for her, he instead discovers his friend Gwen Stacy, back from the dead...and as confused as he is! As they try to figure things out, they're caught by Aunt May, so Peter does the only thing he can—he reveals himself as Spider-Man.

The confrontation is interrupted when Peter's father, also long thought dead, walks into the kitchen. Richard Parker reveals that he has been alive the entire time, but has been working secretly for the CIA...continuing his genetics work.

Just as Richard is about to explain how all this connects to the growing mysteries, Nick Fury—head of the government's super-human task force and armed to the teeth with spider-slayer warrior drones—surrounds the house.

The overwhelming stress of the situation gives Aunt May a heart attack...but the greater shock is when Gwen transforms into Carnage—the very monster that killed her—and attacks Fury and his men!



# CLONE SAGA

Part 5

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HURRAH!

This is One Eye Eagle and we are under attack!!



This is the  
Tinkerer broadcasting  
live from the basement  
of the Triskelion.

Do you read!!?  
We are under  
attack!!

Uh, isn't  
that why you had  
me make the Spider-  
Slayers- because you  
pretty much knew you  
were going to have  
to slay a spider,  
over?



Don't get  
smart with me,  
you little  
%o^&&\*!

We have  
elements to  
this conflict that  
we did not  
foresee.



Whoah!!

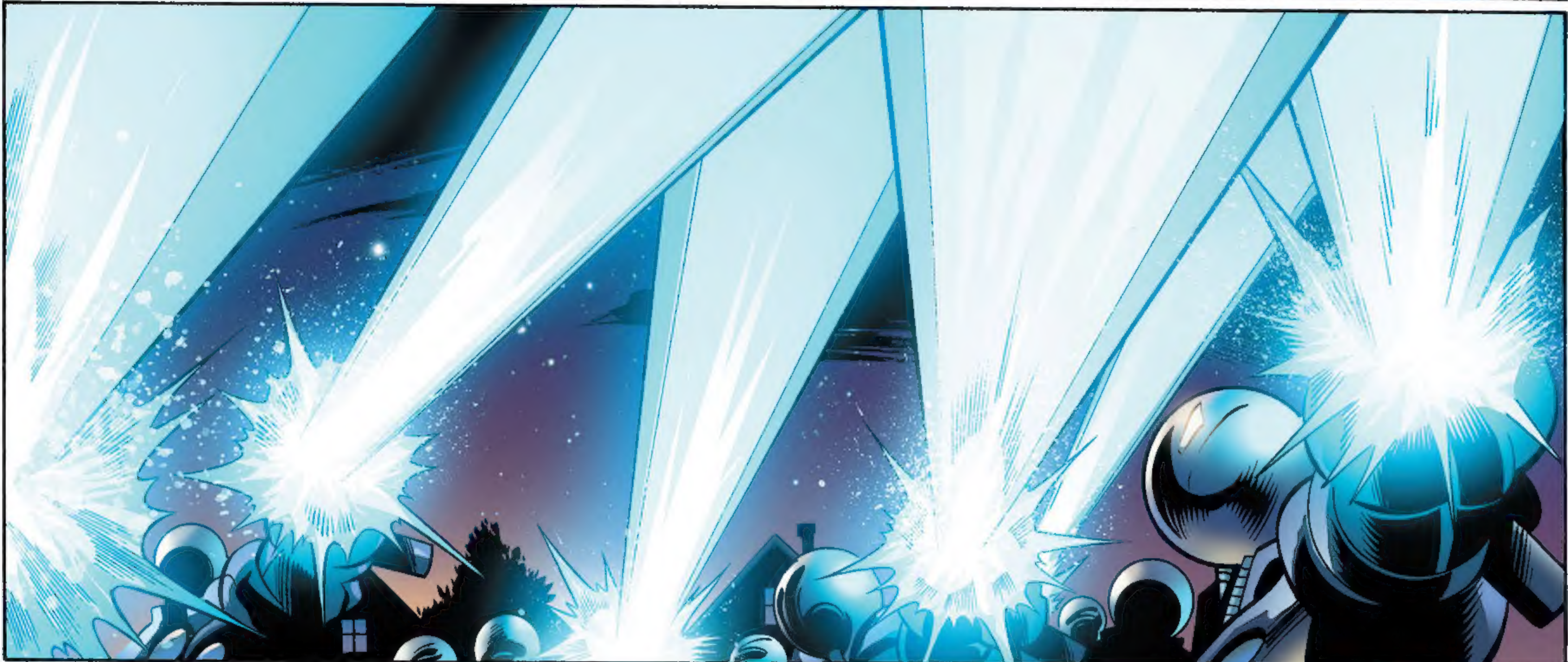
What  
is that  
thing?

It's a bio-  
hazard. I  
need it  
taken down.

I need more  
biological data on  
it. The A.I. in the  
Slayer drones will  
adapt, but I need  
more data.

They were  
set to handle  
the Parker  
problem, not  
this.







Peter, get out there!

I'm not leaving Aunt May!!

I'm a doctor!! I'll do this! You go!



You're a doctor?! You turned Gwen into a monster!

I didn't!!

She came to me that way!! I was trying to figure out what she is and what I can do to help her!!!

How is this helping her???



I'm taking Aunt May!!

Don't move her!! She's had some sort of attack!!

You can't flip her over your shoulder and swing her away, you could kill her!!





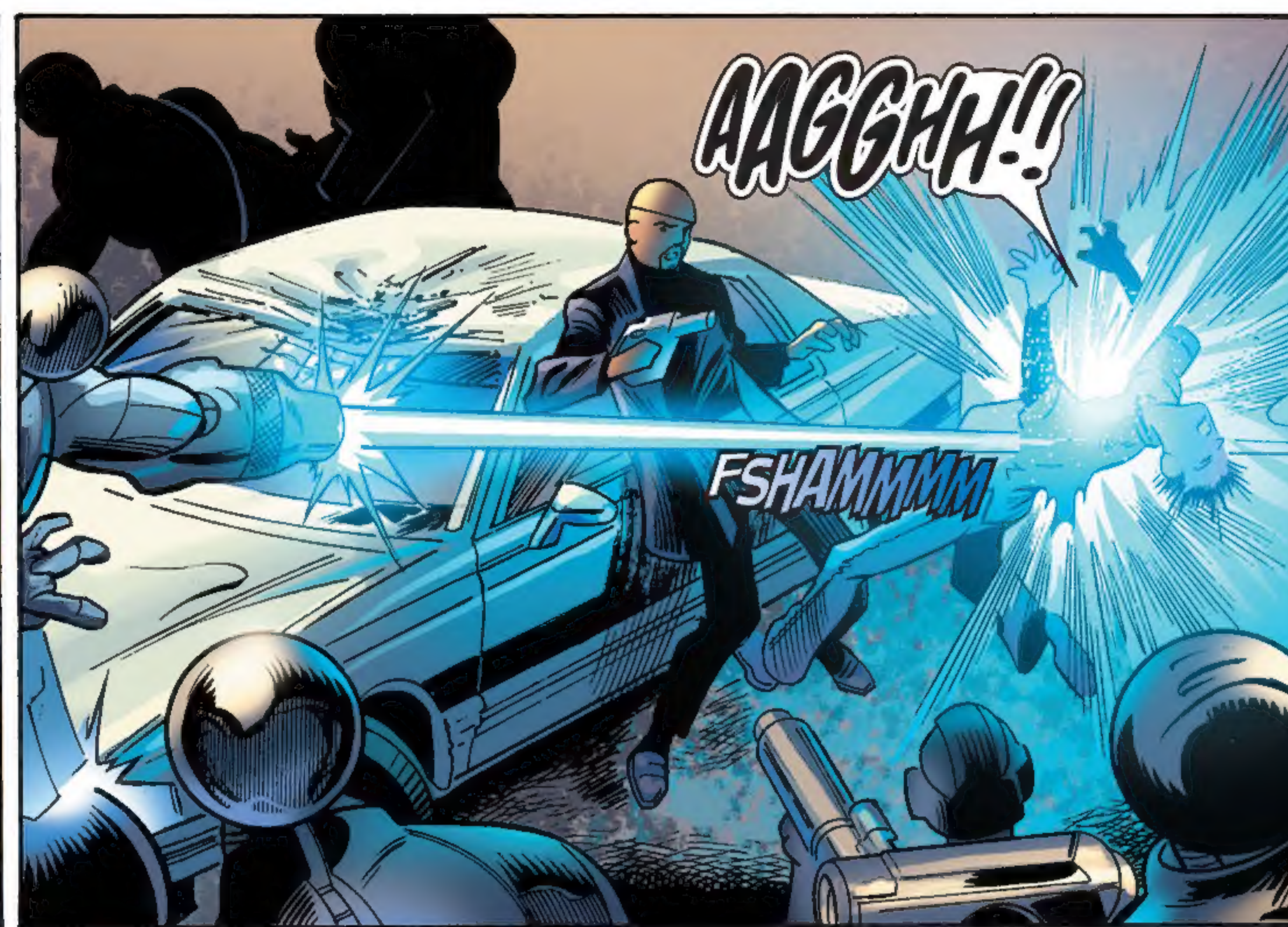
I understand, kid. But you and your situation just became more than it's worth. Stay down!!



You're killing my aunt!!!

Agh!

And I swear to God, I'm going to--



AAGGHH!!

FSHAMMMM



Faboom!

That, kid, is your nervous system shutting down.



I'm sorry, kid. Profoundly.

My aunt...

There's a lot more at stake.



Kid, stay down.



Nnnnn!!

Kid, stay down!!!!  
The next hit will paralyze you for good!



AGH!!



Dude, leave the guy alone!



We're so not joking around.

What is going on here, Fury??

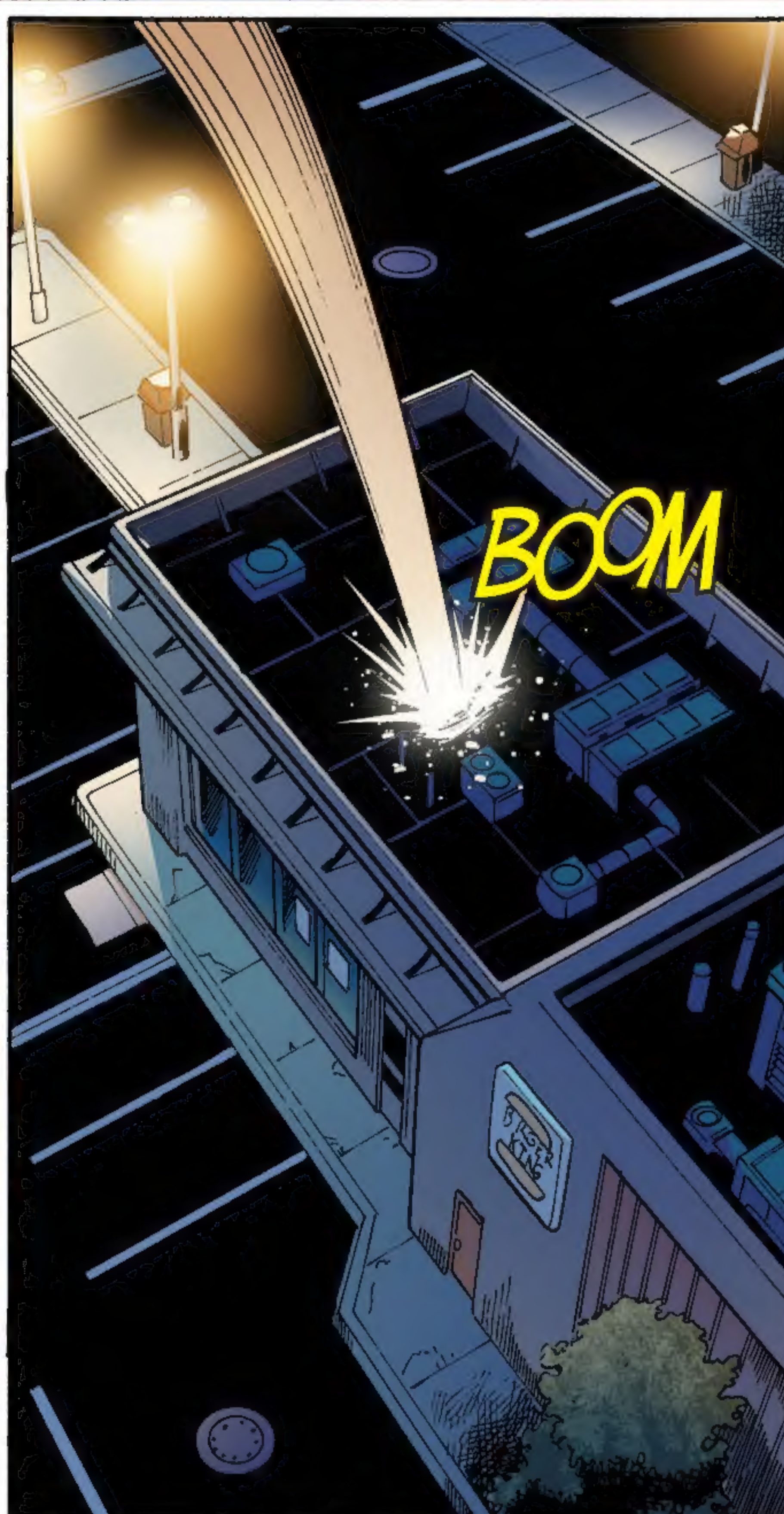
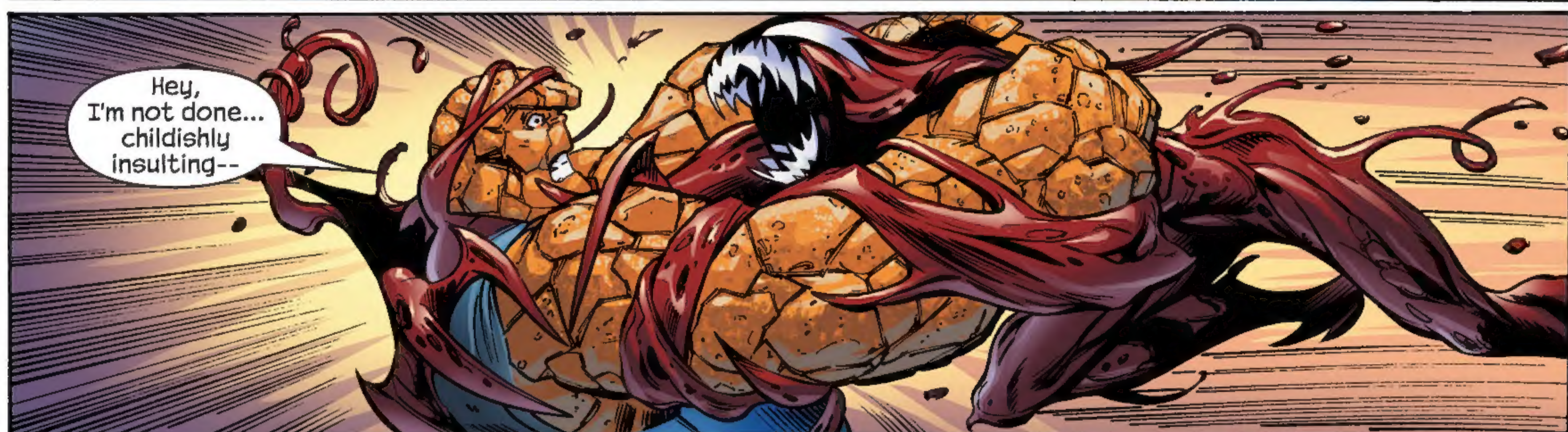
(Oh my God...)

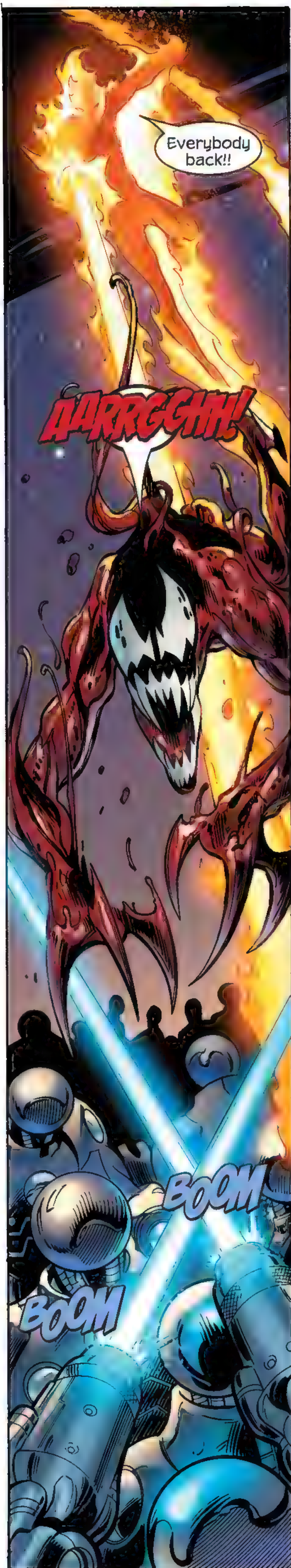
Richards, take your Fantastic Four and go home!!!

Doctor Reed Richards...

Whoa...

Geekasm!





Everybody back!!

AAARRGGHHH!!

BOOM

BOOM



Fury, you can't just take over an entire neighborhood and ruin this kid's life because you found a clone.

Richards, I'm telling you now, **stand down!!**

My aunt!!

You are forcing me to make a decision here you won't--

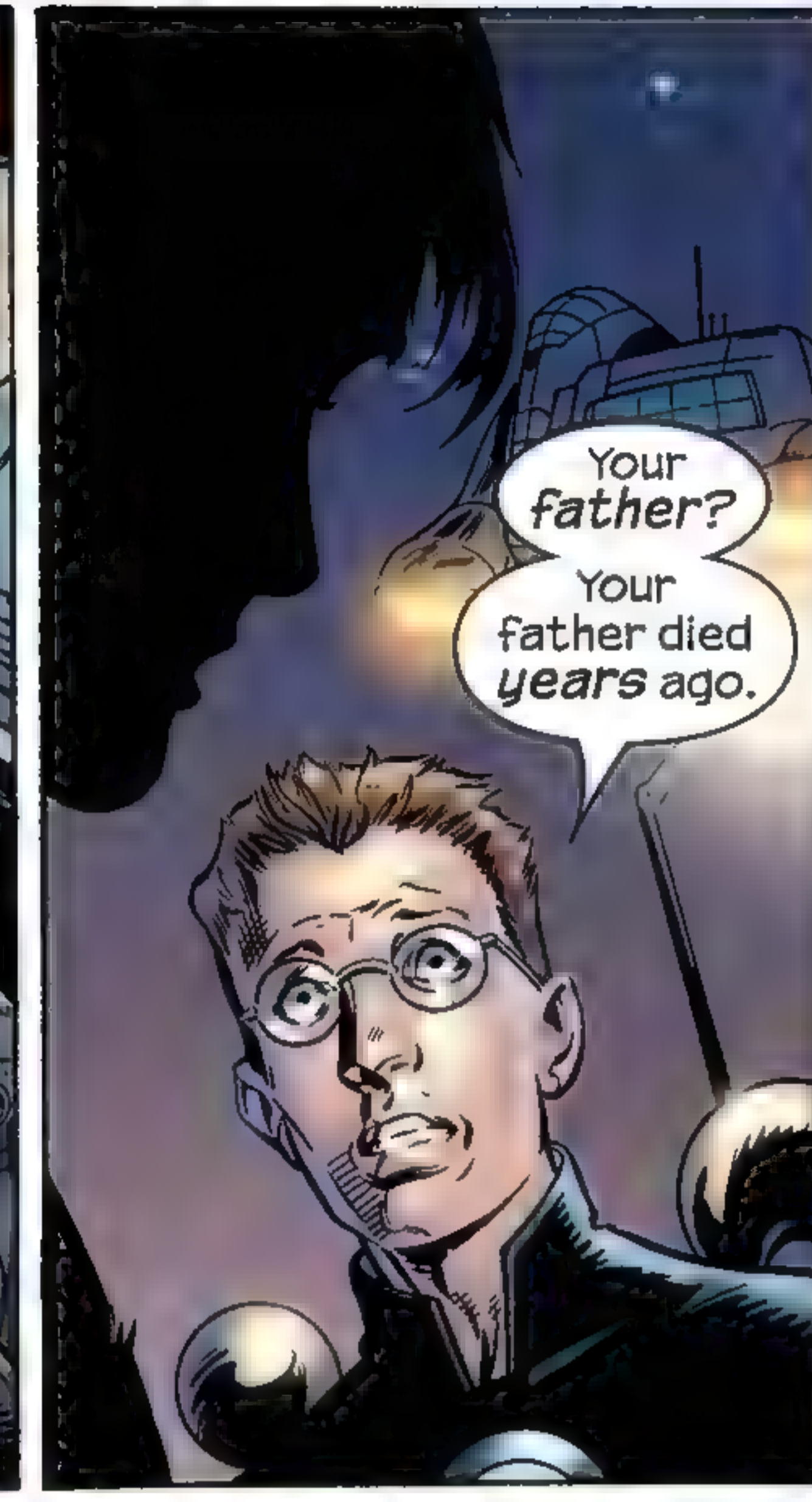


Hey Pete, you ready to get out of this--

What?

No, my aunt!! Please, my aunt is dying!

She had a heart attack or-- or a stroke!! She's in the house with my dad! Please get her to the hospital!!!



Your father?  
Your father died years ago.



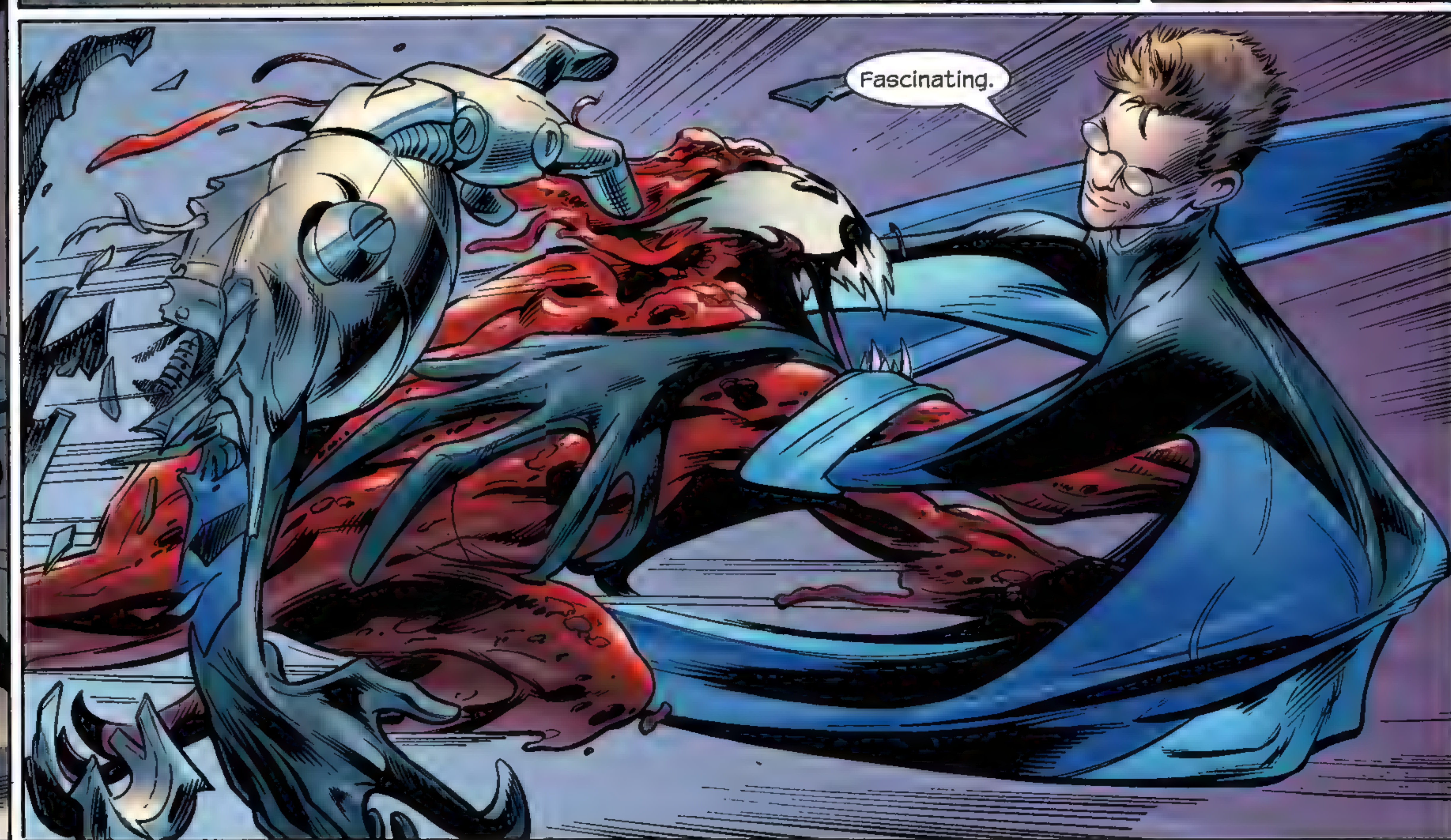
Richards, I'm telling you now, **stand down!!**



There's an old woman in trouble, what is the *matter* with you??



And what's this now?



Fascinating.



Uh, are you Doctor Parker?



Yes.



Hi, I'm Sue Storm. Big fan.

Uh, thanks.

Thought you passed away some years ago.

No, I, uh...

Is she in acute myocardial infarction or was it a stroke?

She--

How long has she been unconscious?

I- I'm not sure.



Do you have a first aid kit?

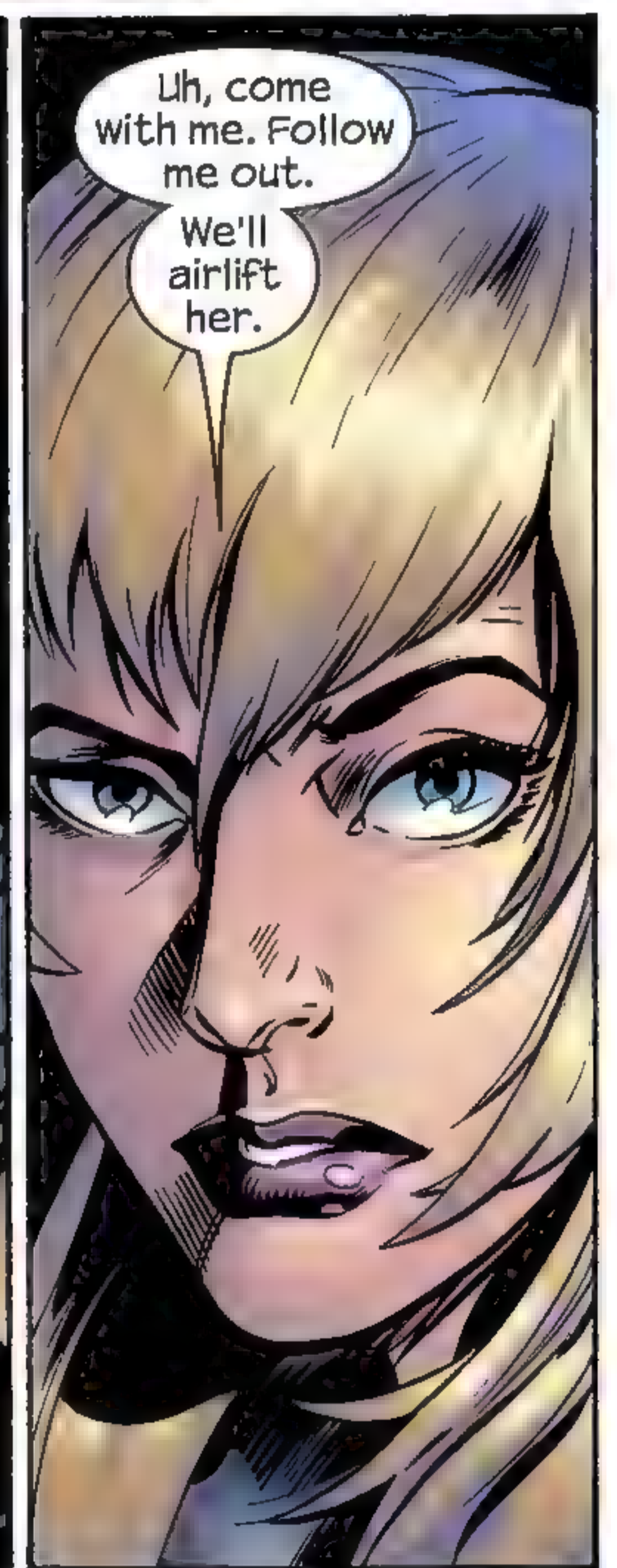
Not on me.

Are you all right?

I- I didn't know what to do.

I'm a doctor. My boyfriend's a doctor. We'll get her out of here. No worries.

No. No, I- I didn't know what to do.



Uh, come with me. Follow me out.

We'll airlift her.

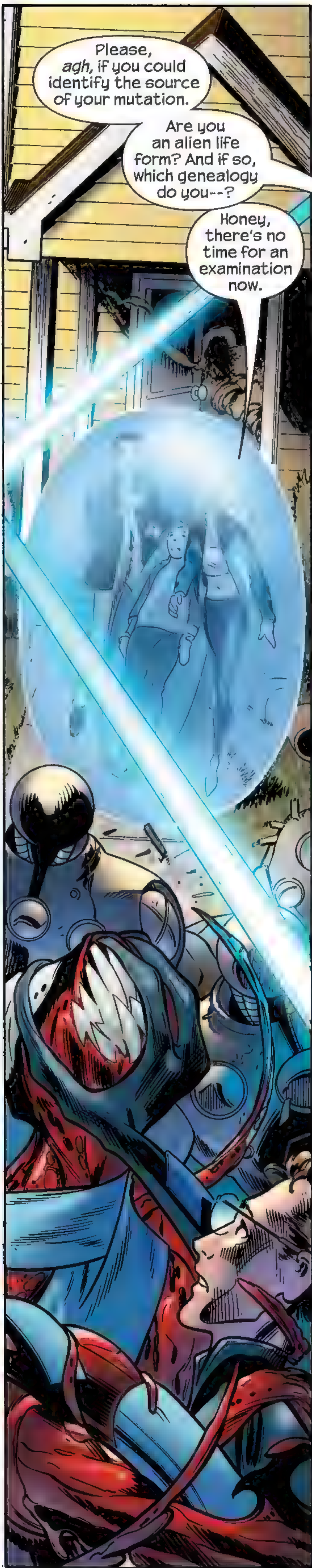


How are you doing this?

Force fields.

It's a whole story.

Stay next to me.



Please, agh, if you could identify the source of your mutation.

Are you an alien life form? And if so, which genealogy do you--?

Honey, there's no time for an examination now.



I'm just stalling so you can do what you have to do!



Thanks, sweetie.

That's my boyfriend. He's a huge fan of yours, too.

Your original papers. Are you kidding?

Why?



Oh God! Is she dead?

No, no!! I'm going to get her to a hospital. I've got your dad, too.



Thank you, thank you.



You'd do the same.

Outta my way!!

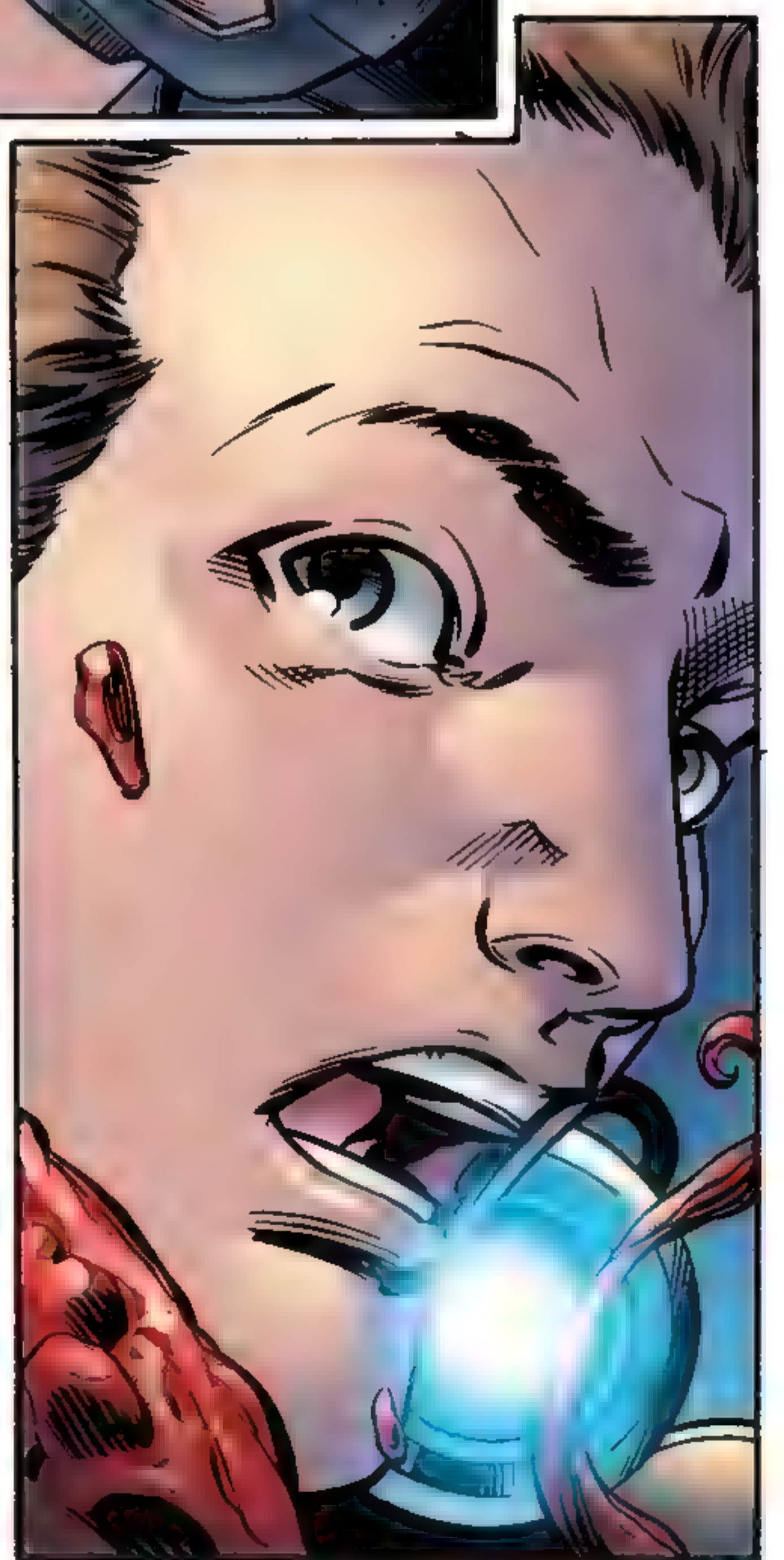
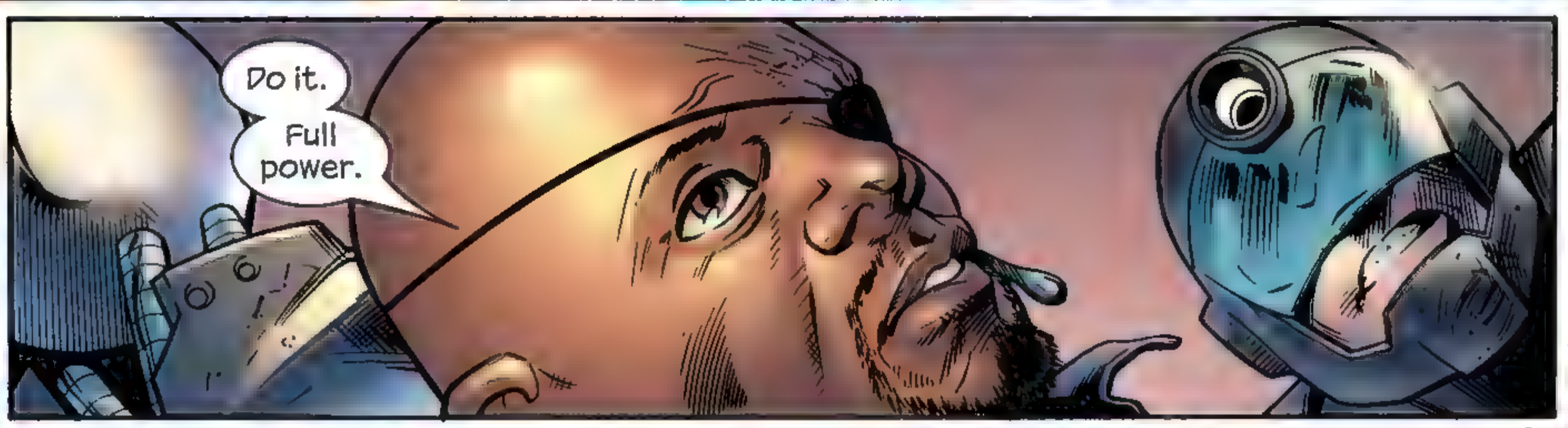
Please stop where you are!

Not going to happen.

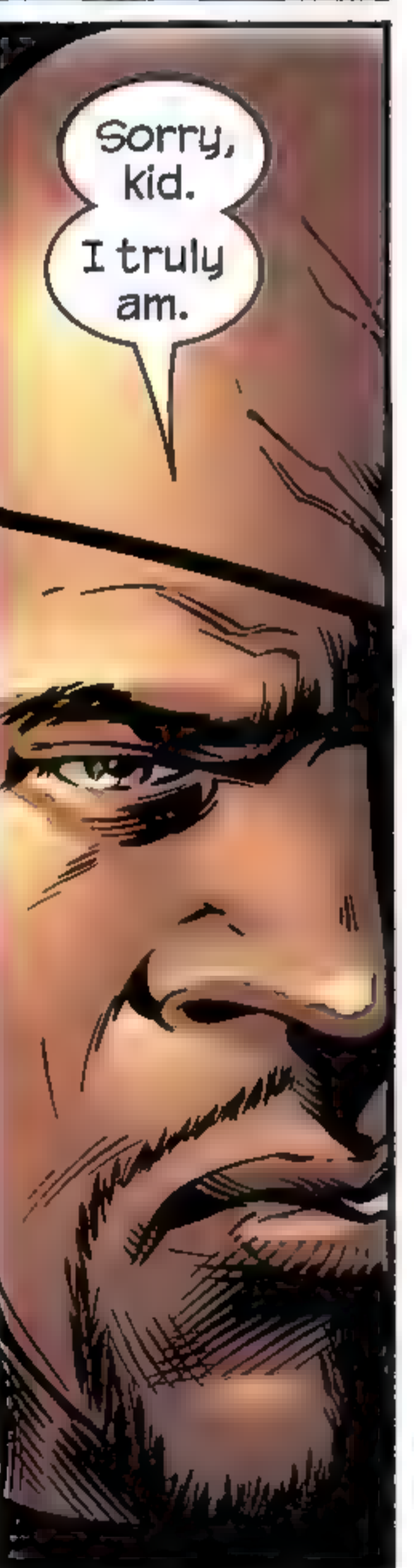
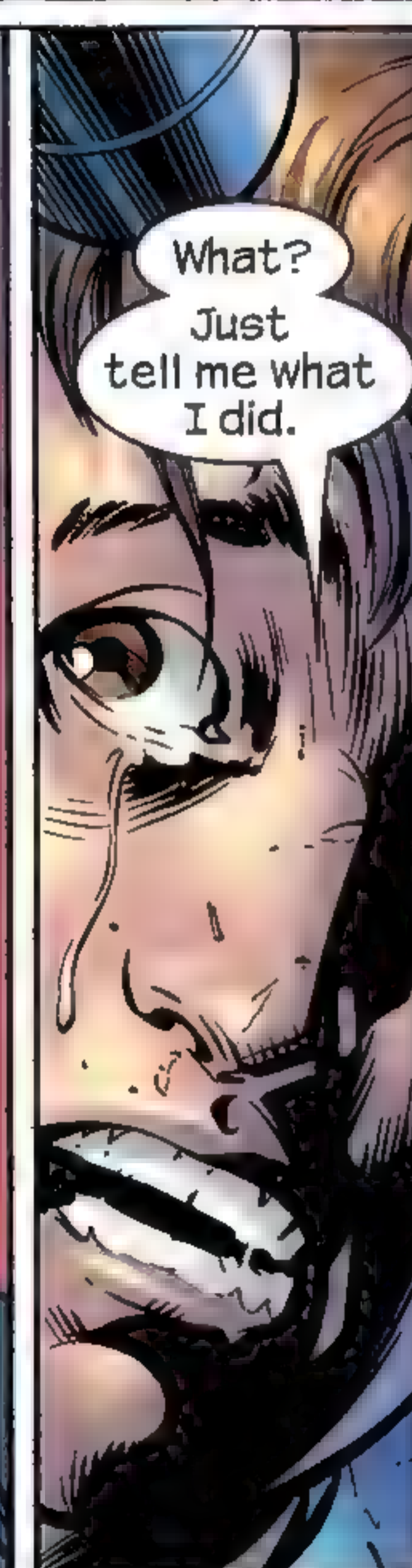
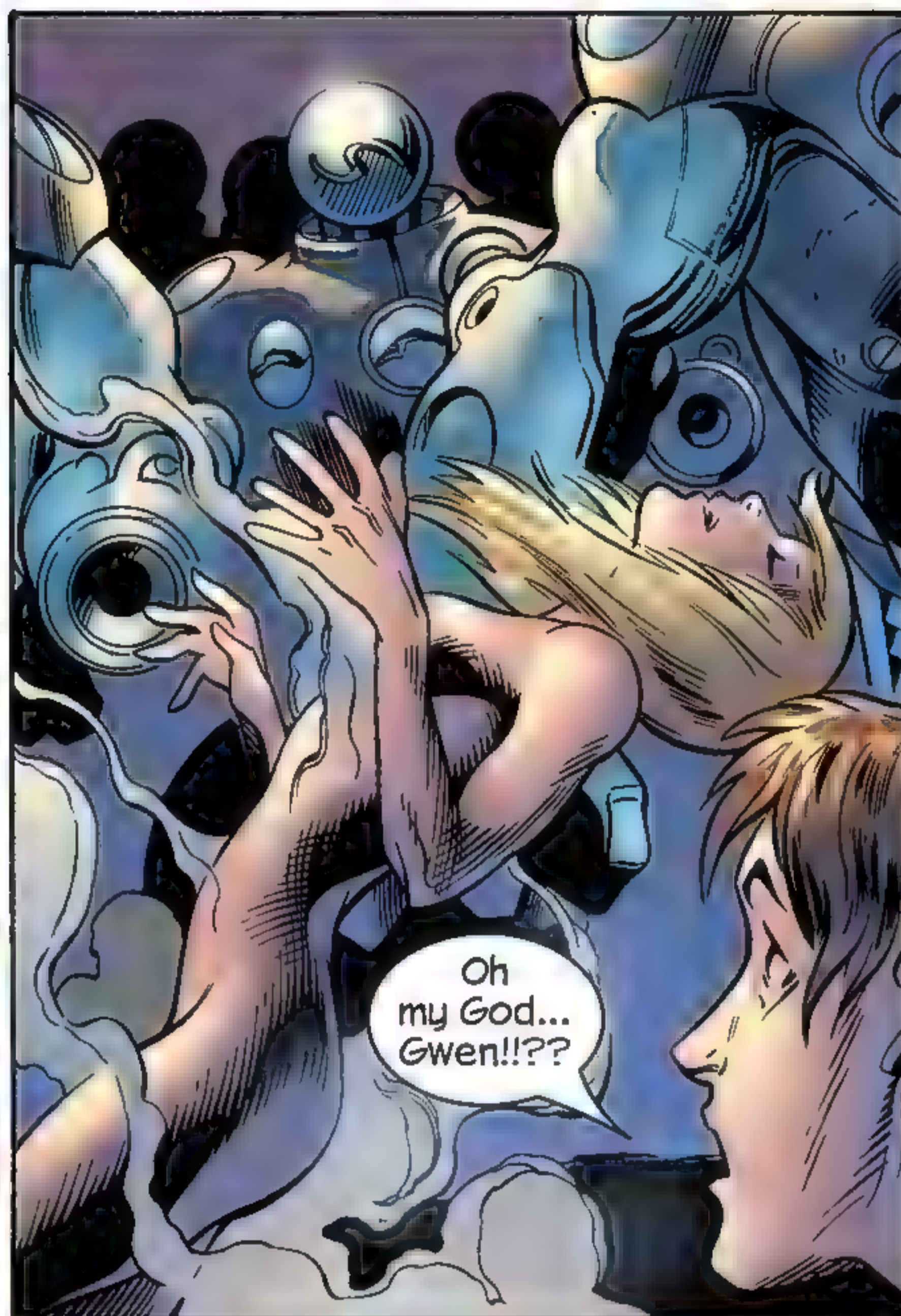
You want me to get you out of here too?

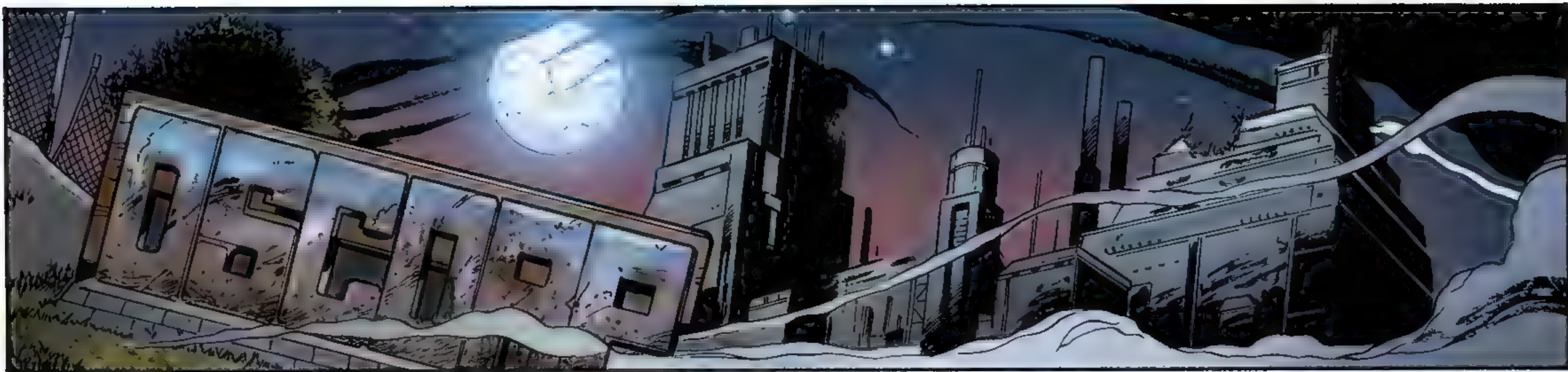


No.









MJ?

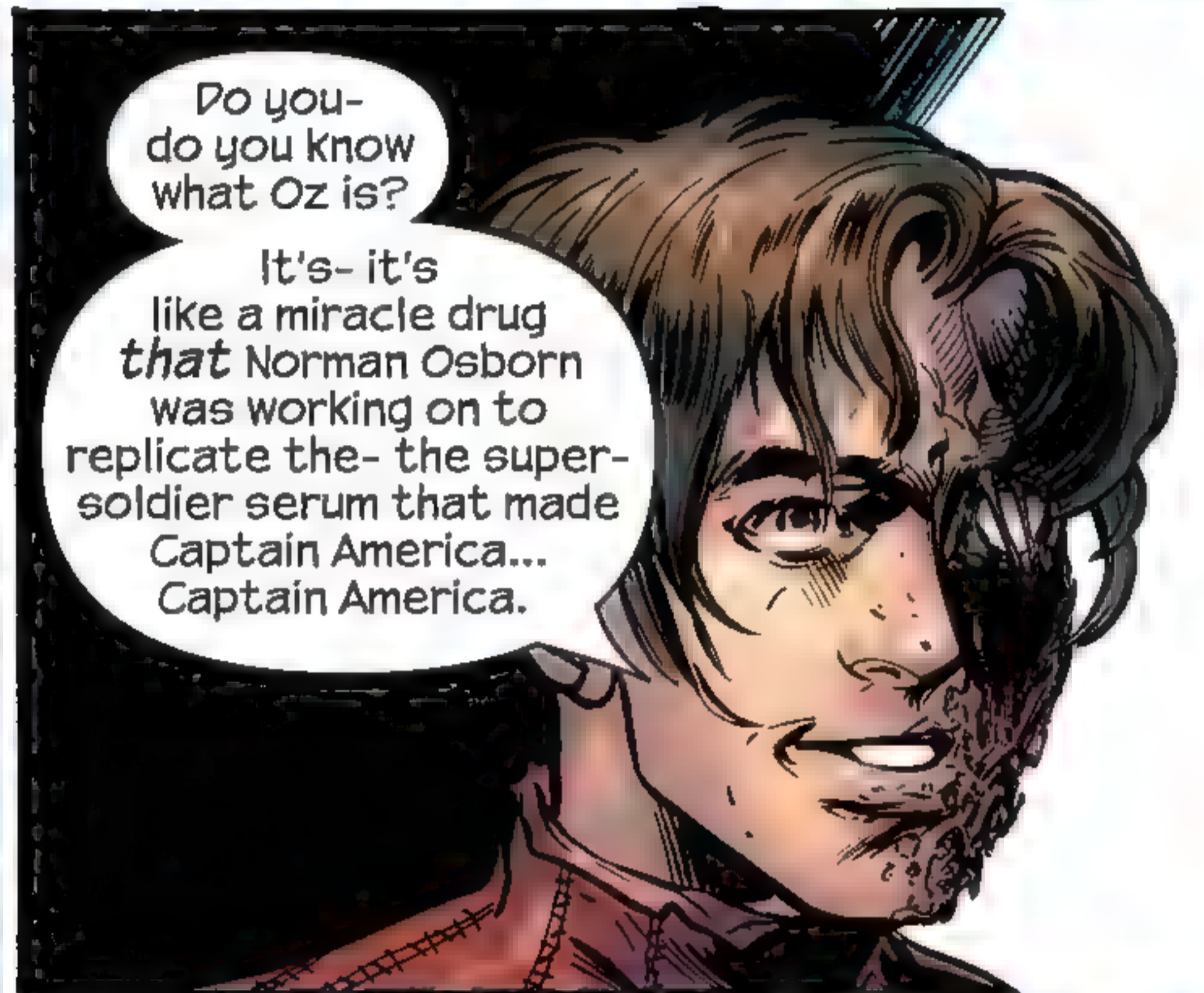
Talk to me.



How do you feel?

Nnn...

What- what did you do to me?



Do you- do you know what Oz is?

It's- it's like a miracle drug *that* Norman Osborn was working on to replicate the- the super-soldier serum that made Captain America... Captain America.



It doesn't do that but instead it created the most amazing genetic enhancement vehicle ever created by man.

Oz was in the spider that bit me and turned me into Spider-Man...



Oz created Doctor Otto Octavius' Doctor Octopus.

Oz. It turned Norman Osborn into Green Goblin.



And now it's recreated you.



You put something *inside* me?



Because I wanted to **protect** you.

I could **never** protect you, MJ!

You were going to get hurt or die because because I'm Spider-Man.



Who are you?

Honey, it's me, it's Peter!

Who *are* you??

This isn't a trick. This is real. We're going to be happy. We--

**Shut up!!**

MJ--

Who are you?



MJ?

You put something inside me??

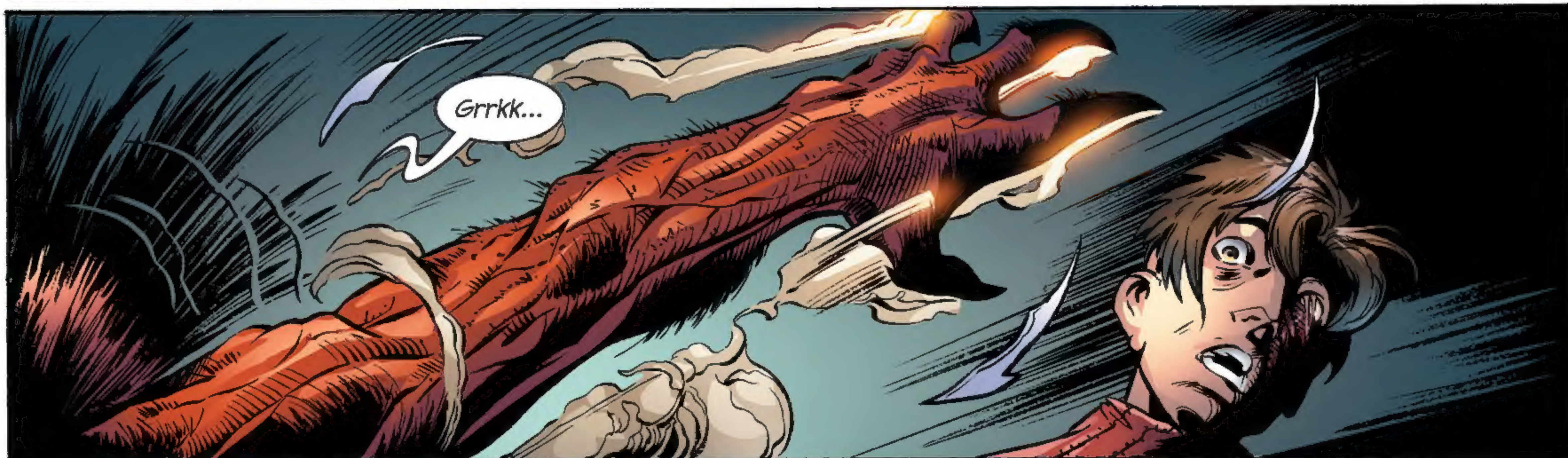
You maybe want to calm down.



Nnnn...



MJ, are you--?



Grrkk...



To be continued...

# ULTIMATE SPIDER-MAN

Dear *Ultimate Spider-Man* staff,

"Wow." This was the first word uttered out of my mouth after reading *USM* issue 100. Bendis, you continue to not only be an amazing writer, but you write in a way that just keeps readers anticipating upcoming issues with this extreme sense of anxiety.

And were it not for Bagley's speedy and talented skill as an artist, that anxiety would blow up bigger than the Hulk (and good luck on your future non-*USM* titles, Mark). I can honestly say that I have been reading *USM* since the very first issue since the fall of 2000, and the simple words I type here can never truly describe what a wonderful ride the past six years have been.

Being only 13 years old when *USM* began and now finding myself to be 19 years old, *USM* has been like a friend I grew up with during my teenage years, and a friend that will be there with me during my young adult years.

Congratulations on the milestone issue, as well as the upcoming milestone of breaking Stan Lee and Jack Kirby's record. As my first printed e-mail stated back in issue 8, you guys reek of awesomeness, and that is one smell I hope will continue with the next 100 issues.

Always and forever making mine Marvel,  
Geoff Henao

P.S. Perhaps I can find myself with a No-Prize to honor such an achievement? In this issue, May states to Richard "My sister married you, not me!" But wasn't it actually Richard's brother, Ben, that married May?

**Congratulations on being the very first person to write a letter for issue 100! And we're really glad to have been with you through all these years.**

But sorry—no No-Prize. That's actually not a mistake. But it's so obscure, even we thought it was a mistake for a while, until Bendis reminded us of waayyyyy back in issue 33 (the beginning of "Venom") when Aunt May tells Peter, "All that stuff [...] it's your dad's things. My sister's things."

So Aunt May's sister was married to Richard. But for everyone to be named "Parker," you'd assume that Ben was Richard's brother, too, right...? It's a complicated family tree that hasn't been fully explored yet.

Dear *Ultimate Spider-Man*,

In issue 97, "Toboe" commented that Ultimate Rogue cannot fly (after all, she absorbed Gambit's powers, not those of Ms. Marvel). However, the powers of Ultimate Gambit differ from those of the original.

You may recall that in issue 14 of *Ultimate X-Men*, Gambit flew atop a manhole, as well as causing a little girl to fly with an umbrella. Rogue was not "jumping from a tree" as was suggested, she merely used her new powers to charge up the suit, allowing her to fly. (I get an Ultimate No-Prize for this, right?)

Love the book,  
Gregory Lowell

See, *that's* how you get an Ultimate No-Prize!

To the Ultimate Creators,

One thing has been sitting on my mind lately: since this was a relaunch/restart for the new generation, why keep "redoing" old Spider-Man foes, and instead introduce new ones? Who knows, maybe the next new villain might be as popular if not more than Venom was in *Amazing Spider-Man*.

Congrats on making it to issue #100, gang!

Jacob Silvers

**Well, Geldhoff set the world on fire...but seriously, that's definitely a good idea and absolutely not something we're opposed to...who knows what the future holds?**

Dear *Ultimate Spider-Man* Crew,

This wasn't as much pure fun as last year's Annual (gosh, has it been a year already?) but it certainly upheld the quality I've come to expect from the series as a whole, and Ultimate Marvel in general.

Mark Brooks' kinetic pencils lent energy to the proceedings, and the inks were nicely crisp. The real star of the show for me, though, was the oft-neglected role of colorist. Laura Martin with Larry Molina's colors kept the mood pitch-perfect on every page. The contrast between the reds of Spider-Man and Daredevil's costumes was deftly handled, and the sunset colors for the final battle were very evocative. Honestly, I could go on about the coloring in this issue for days, but to keep it short: kudos.

I do sort of wish you'd done just a teeny bit more with the Ultimate Jeanne De Wolfe character, but the last four pages were pure fanboy glee. If you get this writing/pencilling/inking/coloring/lettering team on an *Ultimate Warriors* series, mini, or one-shot, I'm there—especially if it means *Ultimate Cloak* and *Ultimate Dagger*!

Good to see Moon Knight again. I know little about the character, but I'm enjoying the glimpses we're getting of him and his head-space. What's with the little girl, though? She's creepy, yet cute.

Oh, and Ultimate Foggy needs to ditch that lame bow tie. C'mon, man.

Until Ultimate Daredevil gets Ultimate Outed by the Ultimate Press, Make Mine Ultimate Marvel!

Bob Wilson

**Yeah, Foggy's bow tie is a little...um, dated? Was that ever in fashion?**

Dear *Ultimate Spider-Man* Crew,

This is my first time writing, so I'm pretty nervous...

I'm a really big Spider-Man fan, and a proud subscriber to the *Ultimate Spider-Man* series. I'm really impressed by how y'all have reinterpreted some of my favorite comic-book characters of all time, as well as others have told you before me. In fact, the first time I read *Ultimate Spider-Man*, it inspired me to work on my own comic! So I'd first-off like to thank you guys for doing such a wonderful job!

One thing I've always liked about Spider-Man was his archnemesis, the Green Goblin. I enjoyed reading him in the mainstream comics and I really like how he turned out in the Ultimate line. I'd really like to see more of him, and I can't wait for the next

time he shows! Will we be seeing, as Peter calls him, "Brussels Sprout" around anytime soon?

Another thing I noticed is that the Shocker is always down on his luck... Could you guys have him do something rather surprising for a character of his standing in the Ultimate line? I'd like to see him get some respect, like he did in the mainstream Marvel Universe. He's another one of my favorites.

For now, until pigs fly, make Ultimate Marvel mine!

Evan Davis  
Arkadelphia, Arkansas

**Stay tuned for more Goblin action...very soon! And keep working on your comic!**

Hey *USM*,

This is my first time writing, and I would like to ask a few questions.

1. When are you going to bring Venom back? Since we all know Eddie Brock is alive...

2. Who is Arachnoman and what issue is he in?

3. Are you ever going to bring Scarlet Spider into the picture?

I am one of your biggest fans; thank you for your time.

Damian & Donald  
Great Falls, Montana

**Sounds like you might be two of our biggest fans, Damian & Donald! But glad to have as many of you as we can!**

To answer your questions:

1. I can't give that away! But it'll be pretty amazing. I mean, um, if it happens...
2. Arachnoman appeared in a special out-of-continuity variant edition of issue 54, where, instead of making a Spider-Man movie, the filmmakers were making Arachnoman. Long story. Ended happily.
3. Well, if we were, the "Clone Saga" seems like the place to do it...



**NEXT: WHAT HAPPENED TO MARY JANE!?!?!?**

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